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August 25, 2017

VIA ECF

Honorable Vernon S. Broderick
United States District Court
Southern District of New York
Thurgood Marshall United States Courthouse
40 Foley Square, Room 415
New York, NY 10007

**Re: Request to File Exhibit Under Seal
SmartStream Technologies, Inc. v. Philippe Chambadal, Case No. 1:17-cv-2459**

Dear Judge Broderick:

Undersigned counsel submits this letter on behalf of Plaintiff SmartStream Technologies, Inc. ("SmartStream") in the above-referenced action. In accordance with your Honor's Individual Rules & Practices, Rule 5.B, SmartStream respectfully requests to file under seal an exhibit to its Memorandum of Law In Support of Plaintiff's Motion to Dismiss Defendant's Counterclaims, to be filed by Tuesday, August 29, 2017.

Pursuant to your Honor's Order granting Plaintiff's request to submit a Motion to Dismiss Defendant Chambadal's Counterclaims and Memorandum in Support (Doc. 39), SmartStream intends to file same by Tuesday, August 29, 2017. Each of Defendant Chambadal's Counterclaims includes allegations that he is entitled to the value of options as though they were exercised under the SmartStream Technologies Group Long Term Incentive Plan (the "Plan") (Doc. Nos. 30, 35-36). In order to adjudicate Defendant's Counterclaims and Plaintiff's Motion to Dismiss such Counterclaims in their entirety, your Honor must have access to the Plan. However, the Plan is a confidential document containing private and confidential information related to SmartStream's compensation structure, benefits, and distribution of a finite number of Plan Shares. Making such Plan publically available may provide an unfair economic advantage to SmartStream's competitors and result in disclosure of SmartStream's proprietary information.

We therefore respectfully request your approval to file the Plan under seal pursuant to your Honor's Individual Rules & Practices and the procedures of the Sealed Records

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Department of the Southern District of New York. Also in accordance with your Honor's Individual Rules & Practices, we will send via mail and email this letter, along with an unredacted copy of the Plan.

Respectfully submitted,

A handwritten signature in blue ink, appearing to read "MEGHAN E. HILL".

Meghan E. Hill

A handwritten signature in black ink, appearing to read "Jill S. Kirila".

Jill S. Kirila

cc: All counsel, via ECF